

("The deferential 'arbitrary and capricious standard' requires us to uphold a benefits determination if, in light of the plan's provisions, it is rational").

CONCLUSION

The Court should reverse the district court's November 26, 2002 judgment.

Respectfully submitted,

BOWATER INCORPORATED AND
BOWATER INCORPORATED
RETIREMENT PLAN FOR SALARIED
EMPLOYEES OF GREAT NORTHERN
PAPER INC.

By 
One of Their Attorneys

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Dated: July 28, 2003

CERTIFICATE OF COMPLIANCE WITH FED. R. APP. P. 32(A)(7)

Pursuant to Rule 32(a)(7) of the Federal Rules of Appellate Procedure, counsel for defendants-appellants certifies that the number of words in this Reply Brief does not exceed 7,000. The total number of words is 6,878. The word processing system used is Microsoft Word 2002.


Ian H. Morrison

CERTIFICATE OF SERVICE

The undersigned attorney hereby certifies that a true and correct copy of the foregoing **Reply Brief of Defendants-Appellants** was served upon the following counsel of record by First Class U.S. mail, on this 28th Day of July, 2003.

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